FORM D

1402500

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response 16.00

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY									
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vory Energy Inc./Offering of Units and						
Filing Under (Check box(es) that apply): Type of Filing: New Filing	☐ Rule 504 ☐ Amendment	□ Rule 505	☑ Rule 506	☐ Section 4(6)	ULOE	PROCESSI
	А, В	BASIC IDENTIFICA	ATION DATA			JUN 1 5 2007
Enter the information requested about th	e issuer					zitatus.
Name of Issuer (☐ check if this is an Ivory Energy Inc.	n amendment and nam	ne has changed, and ir	ndicate change.)			FINANCIAL
Address of Executive Offices Suite 805, 700 West Pender Street, Van		lumber and Street, Ci		Telephone Number (Inc	luding Area Ço	
Address of Principal Business Operations (if different from Executive Offices)		lumber and Street, Ci		Telephone Number (Inc	luding Area Co	le) o
Brief Description of Business					ME / HETTER	VED SEC
Acquisition and exploration of oil and g	as properties.				dum s	. צטטא
Type of Business Organization ☐ corporation ☐ business trust	☐ limited partnersl	• •	☐ Other (pleas	e specify)	R. 160	/\$\f\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
Actual or Estimated Date of Incorporation of - Jurisdiction of Incorporation or Organization	on (Enter two-letter U.	6 8 1		Estimated	070	87111
GENERAL INSTRUCTIONS	• •	· ·				
Federal: Who Must File: All issuers making an offering of securitie	es in reliance on an exemption	under Regulation D or Secti	ion 4(6), 17 CFR 230.501 et	seq. or 15 U.S.C. 77d(6).		
When To F.le: A notice must be filed no later than 15 day the SEC at the address given below or, if received at that a	s after the first sale of securit ddress after the date on which	ies in the offering. A notice it is due, on the date it was r	is deemed filed with the U.S mailed by United States regis	Securities and Exchange Committered or certified mail to that addre	ssion (SEC) on the ca	rlier of the date it is received by
Where to File: U.S. Securities and Exchange Commission,	, 450 Fifth Street, N.W., Wash	hington, D.C. 20549.				
Copies Req tired: Five (5) copies of this notice must be file	ed with the SEC, one of which	n must be manually signed.	Any copies not manually sign	ned must be photocopies of the man	maily signed copy or l	ocar typed or printed signatures.
Information Required: A new filing must contain all information previously supplied in Parts A and B. Part			ne of the issuer and offering,	any changes thereto, the informati	on requested in Part C	and any material changes from
Filing Fee: There is no federal filing fee.						
State: This notice shall be used to indicate reliance on the Unifo teparate notice with the Securities Administrator in each accompany this form. This notice shall be filed in the appa	state where sales are to be, o	or have been made. If a state	te requires the payment of a	fee as a precondition to the claim	for the exemption, a	
		ATTE	ENTION			

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8

(1) The offering is comprised of 2,892,647 Flow Through Units at a price of \$0.85 per Flow Through Unit and 4,919,500 Units at a price of \$0.75 per Unit. Each Flow Through Unit is comprised of one flow through common share and one half of one share purchase warrant exercisable at \$1.00 per share for a period of one year. Each Unit is comprised of one common share and one half of one share purchase warrant exercisable at \$1.00 per share for the first year and \$1.25 per share during the second year of the warrant term.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - · Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	C Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Gallie, lan E.					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
Suite 805, 700 West Pender S			W.F	☑ Director	☐ General and/or
Check Hox(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	△ Director	Managing Partner
Full Name (Last name first, if i	ndividual)				
Hall, D. Greg					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
Suite 805, 700 West Pender S	treet, Vancouver,				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if i	ndividual)			· · · · · · · · · · · · · · · · · · ·	
Armstrong, G. Arnold					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
Suite 805, 700 West Pender S	treet, Vancouver,				
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	ndividual)				
Bullen, Brian					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
609 Granville St., Suite 1588,	Vancouver, B.C.,	Canada V7Y 1G5			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	ndividual)	·			
McBean, Bruce					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
Suite 805, 700 West Pender S	treet, Vancouver,	B.C., Canada V6C 1G8	,		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	· · · · · · · · · · · · · · · · · · ·			
Frederiksen, Dan					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
Suite 805, 700 West Pender S	treet. Vancouver	B.C., Canada V6C 1G8			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				Francisco Francisco
Business or Residence Address	Number and Stre	eet, City, State, Zip Code)			······································
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	eet, City, State, Zip Code)			

				B.	INFORMA	TION ABOU	JT OFFERI	NG				
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3. Does th	ne offering p	ermit joint o	wnership o	f a single un	it?	***************************************		**************				
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·	Last name firs	t, ii ingivigua	11)									
Union Secur	rities Ltd. ⁽³⁾	dana Oliverka	un am d Cturat i	City State 7	:- Codo							
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Name of Ass	sociated Broke	er or Dealer										
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Dundee Sec	urities ⁽³⁾											
Business or l	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							
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⁽²⁾ No determination has been made as to whether Canadian and foreign investors are accredited as defined in U.S. securities law.

⁽³⁾ This broker-dealer did not solicit purchasers in the United States.

				В.	INFORMA	TION ABOU	Л OFFERI	VG				
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2. Wilde it											Yes	No
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4. Enter the	ne information	on required	for each per	son who ha	s been or wi	ill be paid o	r given, dire	etly or indir	rectly, any c	ommission		
or simi	lar remunera	ation for soli	icitation of p	purchasers i	n connection aler register	n with sales	of securitie	s in the offe	ring. It a p	erson to be		
of the b	oroker or dea	aler. If more	e than five (5) persons t	to be listed a	re associate	ed persons o	f such a bro	ker or deale	r, you may		
set fort	h the inform	ation for tha	t broker or	déaler only.			-					
Full Name (I	ast name firs	t. if individua	I)		-		_				·	
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Max Capita	l ⁽³⁾ Residence Ad	dress (Numbe	r and Street (City State 7:	in Code)					• •		
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GMP Secur	ities ⁽³⁾											
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Full Name (I	Last name firs	t, if individua	1)									
Leede Finar	ncial Markets	i Inc. ⁽³⁾										
Business or	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							
1800 - 1140	West Pender	Street, Vano	couver, B.C.,	Canada V61	E 4G1							
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⁽²⁾ No determination has been made as to whether Canadian and foreign investors are accredited as defined in U.S. securities law.

⁽³⁾ This broker-dealer did not solicit purchasers in the United States.

				В.	INFORMA	TION ABO	UT OFFERI	NG				
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1. Has th	e issuer sold,	or does the							•••••••	•••••	$\boxtimes^{(2)}$	
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McLeod, Se	notin(3)											
Business or	Residence Ad	dress (Numbe	er and Street,	City State, Z	ip Code)		.,					
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Full Name (Last name firs	t, if individua	1)									
Haueler, Ro	ene ⁽³⁾											
Business or	Residence Ado	dress (Numbe	er and Street,	City, State, Z	ip Code)							
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- (2) No determination has been made as to whether Canadian and foreign investors are accredited as defined in U.S. securities law.
- (3) This broker-dealer did not solicit purchasers in the United States.

				В.	INFORMA	TION ABOU	JT OFFERI	NG				
		1 .1		1. 11.	.1.	4.1	- 1 41.1 60.				Yes ⊠ ⁽²⁾	No
I. Has the	e issuer sold,	or does the			non-accredi ppendix, Co				•••••	***************************************	M.	
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of the	broker or dea	aler. If mor	e than five ((5) persons	to be listed a	are associate	ed persons of	of such a bro	ker or deale	er, you may		
	th the inform											
Full Name (Last name firs	t, if individua	ıl)							 		
Trimark ⁽³⁾ Business or	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							
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⁽³⁾ This broker-dealer did not solicit purchasers in the United States.

AL					В.	INFORMA	TION ABO	UT OFFERI	NG	•	,		
2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer persons to the listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Rued, I frich ^(D) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check -'All States' or check individual) Rued, I frich ^(D) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check -'All States' or check individual) Rued, I frich ^(D) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check -'All States' or check individual) Rued, I frich ^(D) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check -'All States' or check individual) Rued, I frich ^(D) Rued,	1. Has the	e issuer sold,	or does the	issuer inten	d to sell, to	non-accredi	ted investor	s in this offe	ering?				
3. Does the offering permit joint ownership of a single unit?				Answ	er also in A	ppendix, Co	lumn 2, if f	iling under l	JLOE.				
3. Does the offering permit joint ownership of a single unit?	2. What is	s the minimu	ım investme	ent that will	be accepted	from any in	ndividual?					. \$	N/A
4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or aimilar renumeration for solicitation of purshasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, 17 more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set from the information for that broker or dealer only. Full Name (Last name first, if individual) Rued. L brieb. Rued													No
or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states. It is the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) **Rued_L*** Irrich** **Business or Residence Address (Number and Street, City, State, Zip Code) **Gartenstrase_38, 800 Zurrich, Switzerland** Name of Associated Broker or Dealer* States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Fal. Fak. Fal.	3. Does th	he offering p	ermit joint o	ownership o	f a single ur	nit?						. 🗵	
Business or Residence Address (Number and Street, City, State, Zip Code)	or simi listed is of the b	lar remuner s an associat broker or de	ation for sol ed person of aler. If mor	icitation of r agent of a e than five (purchasers i broker or de (5) persons	in connectio caler register to be listed	n with sales red with the	of securitie SEC and/or	es in the offer with a state	ering. If a p or states, li	st the name		
Business: or Residence Address (Number and Street, City, State, Zip Code)	Full Narne (I	Last name firs	t, if individua	ıl)									
Business: or Residence Address (Number and Street, City, State, Zip Code)	Rued, Utrici	h ⁽³⁾											
Name of Associated Broker or Dealer	Business or I	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							
Name of Associated Broker or Dealer	Cantanetus	20 UAAA 7	uniah Custer	مسام می ک									
(Cheel: "All States" or check individual States)				erianu					-				
(Cheel: "All States" or check individual States)													
AL	States in Wh	ich Person Li	sted Has Solid	cited or Inten	is to Solicit F	urchasers							
IL. [IN. [IA.] [KS] [KY] [LA.] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] [Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer	(Check: "A	ll States" or cl	neck individu	al States)				***************************************					All States
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Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)					City, State, Z	ip Code)							
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[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] [VA] [VA] [WA] [WV] [WI] [WY] [PR] [VA] [VA] [VA] [VA] [VA] [VA] [VA] [VA	States in Wh	ich Person Lis	sted Has Solid	cited or Intend	Is to Solicit P	urchasers						•	
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WA] [WV] [WI] [WY] [PR] Full Narr.e (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	(Check "Al	ll States" or cl	neck individu	al States)	***************			******************					All States
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Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)					5								
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full Name (1	ast name firs	t, if individua	1)								·-··	
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Business or I	Residence Ado	dress (Numbe	er and Street,	City, State, Z	ip Code)							
(Check "All States" or check individual States) □ All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]	Name of Ass	sociated Broke	er or Dealer										
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[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]	•			•								.,,	All States
						7 7							
	[IL] [MT]	[NE]	[IA] [NV]	[NH]	[NJ]	[LA] [NM]	[ME] [NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]													

- (2) No determination has been made as to whether Canadian and foreign investors are accredited as defined in U.S. securities law.
- (3) This broker-dealer did not solicit purchasers in the United States.

L	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEI	EDS	
sold. □ a	or the aggregate offering price of securities included in this offering and the total amount alread. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this bound indicate in the columns below the amounts of the securities offered for exchange and alread langed.	x		
CXCII	iangee.	Aggre	gate	Amount Already
	Type of Security	Offering	g Price	Sold
	Debt	\$		\$
	Equity	\$		\$
	☐ Common ☐ Preferred			_
	Convertible Securities (including Warrants)	\$		\$
	Partnership Interests	\$		\$
	Other (Specify Units(1))	\$ <u>6,148,375</u>		\$ <u>6,148,375*</u>
	Total	\$ <u>6,148,375</u>	*	\$ <u>6,148,375*</u>
th ϵ	ring and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indica number of persons who have purchased securities and the aggregate dollar amount of the chases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors	ir	Number Investors	-
	Non-accredited Investors			\$822,000 ⁽²⁾
	Total (for filings under Rule 504 only)		N/A	\$N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			
sold	is filing is for an offering under Rule 504 or 505, enter the information requested for all securities by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the fir of securities in this offering. Classify securities by type listed in Part C - Question 1.	st	Type of	Dollar Amoun
	Type of offering		Security	Sold
	Rule 505	<u></u>	N/A	\$N/A
	Regulation A		N/A	\$ <u>N/A</u>
	Rule 504		N/A	\$N/A
	Total		N/A	\$ <u>N/A</u>
in t into	Furnish a statement of all expenses in connection with the issuance and distribution of the securities offering. Exclude amounts relating solely to organization expenses of the issuer. The remation may be given as subject to future contingencies. If the amount of an expenditure is nown, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees.	ne ot		□ \$

(1) The offering is comprised of 2,892,647 Flow Through Units at a price of \$0.85 per Flow Through Unit and 4,919,500 Units at a price of \$0.75 per Unit. Each Flow Through Unit is comprised of one flow through common share and one half of one share purchase warrant exercisable at \$1.00 per share for a period of one year. Each Unit is comprised of one common share and one half of one share purchase warrant exercisable at \$1.00 per share for the first year and \$1.25 per share during the second year of the warrant term.

Total

X

 \times

\$ 290,670*

\$_5,000*

\$ 295,670*

(2) No determination has been made as to whether Canadian and foreign investors are accredited as defined in U.S. securities law.

Printing and Engraving Costs

Legal Fees

Accounting Fees

Engineering Fees

(4) Includes legal and accounting fees, printing costs and miscellaneous offering expenses.

•Ćdn\$

	C. OFFERING PRICE, NUMBER O	OF INVESTORS, EXPENSE	S AND US	SE OF PROCEEDS		
5.	b. Enter the difference between the aggregate offe Question I and total expenses furnished in response to the "adjusted gross proceeds to the issuer."	p Part C - Question 4.a. The ceeds to the issuer used or for any purpose is not known	nis differe	to be		\$ <u>5.852,705</u>
	the adjusted gross proceeds to the issuer set forth in res	ponse to Part C – Question	4.b. abov	e.		
				Payments to Officers, Directors & Affiliates		Payments to Others
	Salaries and Fees		🛮	\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of machinery			\$		\$
	Construction or lease of plant buildings and facilities			\$		\$
	Acquisition of other businesses (including the value of se offering that may be used in exchange for the assets or se issuer pursuant to a merger)	ecurities involved in this ecurities of another		s	0	s
	Repayment of indebtedness			\$	Ö	\$
	Working capital			\$	X	\$ <u>5.852,705*</u>
	Other (specify)		_			
				er.		¢
				J	×	\$ \$_5,852,705*
	Column Totals		–	3 ⊠ \$_5,8		
	Total Payments Listed (column totals added)		•••		32,/03	
	D	FEDERAL SIGNATURE	·			
	D.	I DEDICTIONE				
ignatu	suer has duly caused this notice to be signed by the under re constitutes an undertaking by the issuer to furnish to ation furnished by the issuer to any non-accredited investor	the U.S. Securities and Ex-	change C	Commission, upon w	inder Ri vritten r	ule 505, the following equest of its staff, the
Issue	r (Print or Type)	Signature	///			Date
	Energy Inc.	1 State	\mathcal{U}			Mzy 22, 200
lvor	Zirer gy Tirer					
	e of Signer (Print or Type)	Title of Sigger (Print or	Type)			/

ATTENTION_

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

